

TOMALES VILLAGE COMMUNITY SERVICES DISTRICT
BOARD MEETING
Minutes of Meeting held May 28, 2014

1. Bill Bonini called the meeting to order at 7:07 PM May 28, 2014.

All five board member were in attendance. We had a quorum.

Sue Sims took notes and transcribed from the recording

Bill Bonini, President
Deborah Parrish, Vice President
Sue Sims, Secretary
Brian Lamoreaux
Patty Oku

Also Present:
Karl Drexel, Administrator
Victoria Hansen
Donna Clavaud
Chick Petersen
Venta Leon
Bruce Bramson

Bill Bonini read a statement:

Born and raised in Tomales, I care about town. I participate and volunteer to make a better community. This is coming from the puppet president.

This statement is demeaning to my position and the entire Board. I'm not mad Karl. This meeting was intended to be a special meeting to provide more focus on Board internal workings. Improve collaboration. We don't even have bylaws. the purpose is to address structural foundations, how the Board works. We respect the Brown Act and want to follow it. We don't need to be beaten up as we learn.

We feel hostility. We ask for information, and it comes back as an attack. I don't think it's meant that way. We're all trying to do work with the best intentions. We're looking at options to tighten our budget. Competitive bidding is a best practice. It's fair, transparent and honest. RFPs are only meant to evaluate costs. No ill will. They are not tools to fire anyone. We are trying to figure out policy and procedures and a budget we can stand behind.

We're trying to figure out policy and procedures.

We're hoping our current contractors participate in the procedures.

Karl, if you are ccing an employment lawyer about an agenda change, something I as a president am able to do, what would be the purpose of that. What message are you trying to send? We appreciate your knowledge within the guidelines of the services district. It would be great if we could put the attacks to rest. Nice to have harmony. Nice to work together, figure it out, we're all here because we care. Don't know anyone here for the fun of it. We're neighbors. We need to figure out how to just stop. I get it there's a lot of weird stuff over the years. It's unfortunate. We ought to come together. We can figure it out. That's my speech.

Bill: Which Agenda do we need to use? Do we need anything on the regular agenda that needs be done tonight.

Karl thought the Budget needed to be taken care of from the first agenda. RFPs and the Budget were already on the Special Agenda.

Twenty-five minutes elapsed from the time President Bonini read his message until he decided to use the replacement Agenda posted within the required 72 hour. The conversation during that time period roughly focused on the miscommunications and misunderstandings surrounding the replacement of Karl's posted agenda with one reflecting Bill's intention for a Special Meeting. The Board and Karl tried to make sense of the lack of communication, as regards the Agenda, between the Board President, Bill Bonini and Administrator, Karl Drexel. Board members added their experience of the Agenda process. Bill and Karl agreed to work harder at communicating on the phone, rather than mostly through email.

2. Elect Board Secretary

The first item on the Agenda was to Elect Board Secretary. Twenty-Three minutes were spent discussing the wisdom of having a member of the Board be the Secretary.

Brian asked if there is a money difference if Karl is not the Secretary. If not Secretary, would compensation change. Karl told Brian that he was paid a flat fee for being Administrator. Board members can't be paid. Karl explained stipends which are not in this year's budget.

Bill asked Karl's opinion on the Secretary being on the Board:

Karl said that there was no law against it, but that in his CSDA Secretary Training, list serve and in all the CSDs he's aware of, no district that he knows of has a Board Member who is also the Secretary. Having said that, he has no problem with anyone taking the position over. It's 15 hours a

month. Board members are volunteers. One person burned out after 2 months of just doing notes. Karl found from List Serve: conflict of interest in the Secretary voting on the notes because the Secretary wrote them.

Patty recommend that Karl list the duties of the Secretary. Donna reminded us that we had a newly defined the role of the Secretary. In an ideal situation, Donna would like a Board member in the position.

Donna wondered if a Board member wanted to fill the position. Sue responded that she would like to be the Secretary.

Bruce, a secretary's role does not need to be defined to elect one. God knows that we've gone without roles for 15 years.

Deborah thought that a Board member being Secretary would create continuity at this time and would reduce some of the noise. Her hope is that we can reduce the noise.

Sue read the newest policy defining the role of the Secretary.

Donna wondered about an Administrator being Secretary, musing about the jobs they usually do and wondered if an Administrator was being used to his fullest abilities and district duties by fulfilling performing as Secretary.

Issues brought up: Karl wouldn't have to drive to Tomales to post the Agenda, saving an hour. Sue said that perhaps Bill and Karl could use that free hour to talk on the phone about the Agenda. Others posited that there may be more time to get information into the Board Packet.

Victoria Hansen offered that mp3 files from recordings and an abbreviated summary of minutes could simplify the Secretary's work. Karl interjected that our insurance carrier was against keeping recording for long periods of time.

Patty suggested we follow the roles policy which require the President and the Administrator to work together on the Agenda.

Deborah wanted to express that the timeline needed to be adjusted to be reasonable for us. (Time between draft agenda and the final version)

Bill asked: What are the guidelines making Board Packet. Sue suggested a chain of command, if Bill is not available we need to know who to contact.

Patty noted that Karl reminded us that we had a short time for submitting Agenda materials with the increased number of meetings. Patty appreciated Karl's warning. Deborah

noted that she was referring to the previous meeting when we had less than 24 hours.

Bill, how do we tighten it up.

Deborah, we also don't need to be abused in the process, by the Secretary.

Bill called on Karl, Karl says that none of the Role of Board Members and Officers say anything about being able to take down an Agenda and replace it.

Deborah directed a question to Karl: Did you at any time pick up the phone and call Bill or was it radio silence via email? Did you pick up the phone and call to have clarity? Karl: No. But all of the Directors could send me items for the agenda.

Venta also expressed the need to have the timeline for submissions to the agenda specified and lengthened.

Background: Patty made an earlier statement that she felt everyone already knew Sue was going to offer to be Secretary.

Donna made a comment specifically to Patty, I didn't know that Sue was serious about taking on that responsibility. Donna felt a local Secretary could make for easier posting. It seems that Bill and Karl should talk. Bill is great on the phone. Sue can be here and able to mediate, do the actual posting. The real reason, it's a way to cut cost. 15 hours paying an admin to do clerical work. In talking recently to districts our size they don't have Administrator doing this work. This is a cost concern. Takes a lot of time to do this role. Donna would like to see stipends down the line. Kendal Oku commented on the juxtaposition of cost cutting and verbal support for stipends.

Patty relayed that many times in this very room she has heard people say we were paying the Administrator too much money and he should work part-time. Now you're wanting to take time away from him. 15 hours. We have a contract with him. Money will not be carved out of that contract unless you move to do something else. So, is that the road we're on.

Bill said we're not moving to doing anything else.

In that context it feels like we're on the edge of the cliff about to jump off. So many questions come up that I, as a new board member, feel overwhelmed and unable to answer those things and it feels like business as usual. Look at it as a trial. Trying it out for a few months. Opens up can of worms that gets these meetings quickly out of control when we talk about costs and I think we need to have those conversations, we need them in a clear focused way but they need to be addressed. One issue at a time. We need to hear everyone out.

Karl has no problem with someone else taking on the Secretary role. Bill asked Karl what he thought. Karl: Frankly, I don't think it will work.

Chick concurred with Donna about the advantages of having a local person. Venta also felt a local person buys us time for the agenda development. Karl tries to get packet out on Friday so everyone has time to read them. If someone is here they could use three extra days by posting on Sunday.

Bruce noted that even getting through a simplified agenda, if we don't stick to the agenda, every item can bring us to some cliff. This brings out what has become often an agitated conversation with the community. We're discussing the Secretary obviously other things can dovetail into the Secretary subject. We could be here until midnight on just that one topic.

ACTION

Brian: I move to elect Sue for Secretary. Deborah seconded, Patty: For the record, I strongly disagree.

Yes: Brian, Bill, Sue & Deborah

Opposed: Patty Oku

The motion succeeded. Sue became the new Secretary and immediately assumed responsibility for the TVCSD notes.

3. The Yearly Agenda - Goals for the Year

Yearly Agenda- Goals for the year

- A. Completely Execute RFP and Competitive Bidding process
- B. Create new contracts for all contractor positions
- C. Manage the budget as RFP and bidding process unfolds
- D. Board Training:
 - Running effective meetings
 - Brown Act & TVCSD – what, why, and how they relate
 - Becoming an Effective Board
- E. Policies & Procedures
 - Bylaws
 - Create Prioritized list of necessary policies
 - Develop Policy Template/Structure
 - Meeting management
 - Reduce time and contents of Board packet
- F. Items remaining from Strategic Plan
- G. Create Board 12-month
- H. Efficiency Audit (Bill Bonini)**
- I. Performance Evaluation (Brian Lamoreaux)**

Bill asked Karl about an email concerning Board Training via CSDA. Scholarships are available via CSDA application process. Karl briefly described the process of individual applications to CSDA.

Karl likes the idea of a yearly Agenda. He has one exception: The RFPs should not say executed, they need to be finished and vetted.

Brian noted that completing the RFP and executing them are two different things. He feels like he would like to get down to the issues that brought us here, (1)cost saving, (2)performance and conduct and also (3)the status of the contracts--whether they are legal or not. He would like to have focused and coherent conversations those topics. To have meaningful participation, he needs a lot of the context, these three issues. Performance issues: Does the evaluation format work for us.

Bill: It may be important to get an evaluation of our whole system. A system wide evaluation.

RFPs at top gets us pulled away from the agenda. Victoria thinks we should focus on the calendar as a framework.

Sue: The RFPs are finished. They need legal scrutiny. Competitive Bidding is best practice and is policy. We will be executing the RFPs and using them in the future. It is the way we will be going forward with contracts in the future.

Deborah to Bill's & Patty's call for evaluation: We've done all of the work.

Patty said that a couple of the people who said they would do audits for us have never done them before. Chick said that we have bids from experienced auditors.

Karl wants the FAC to give the Efficiency Audit information to Board so they can think up questions. He gave this example: "OK Matrix, this is what we really want, so can you change your price. This is the info we really want."

Brian, What is an Efficiency Audit. It sounds pretty General Deborah: During the survey by Ad hoc committee, one or two of the districts had gone through an Efficiency Audit. They saved money. Looked at pieces of the operation, materials, system, staffing all the different aspects of the system and how the organization was run. The districts the ad hoc committee spoke with got immediate results. FAC brought the idea to the Board. Cost ranges from \$6,000 to \$25,000.

Patty, I think Brent was \$15,000 Patty thought it was a better idea to evaluate the entire operation, to get suggestions for running more efficiently.

Chick: Reminded us that FAC had done an RFP and would be glad to share it with the board.

Deborah: In response to a flurry of overlapping comments, Deborah asked: Are you saying we're going to do this over? We've done the work, we have bids.

Karl reiterates that it's time to negotiate with bidders of the Efficiency Audit.

Kendal thinks we're heading in the right direction. Look at the RFP and see if it's going in the right direction for now. Kendal indicated that things may have changed in six or seven months.

FAC members repeated: We've done all the work and received all the bids.

Bill, requested the Efficiency Audit information be added to the Agenda.

Patty asserted that the Efficiency Audit needs to be on the Special Meeting Agenda rather than the regular meeting agenda.

Karl suggested a consensus on the items on the Yearly Agenda. Deborah felt it was too early to decide on the items.

Bill asked if he heard someone suggest Bylaws be added to the Yearly Agenda.

Karl says that you don't need bylaws. They're supposed to be in other documents in the policy manual. Deborah reminded Karl that we don't have a policy manual, but she would note the category of bylaws in the prioritizing of policy.

Bruce shared his observation that the format of this meeting worked well.

Deborah noted that the idea of the yearly agenda is to figure out where in the year we're going to schedule various items.

Brian wanted to revisit the performance evaluation as a goal.

Victoria thought we would have a hard time finishing even three of the topics we already have in a year.

4. Basic Operating Policies

How do we efficiently run our meetings to move forward?

What goes into an Orientation Packet?

Manual, Policies, Training outline

Sue informed the group that she had found a workshop that she felt would help us with most of the categories under **Basic Operating Policies**. While using reference materials

online, she found some very nice sources and noticed they were authored by the same person, Lorenzo R. Cuesta. She contacted Mr. Cuesta. Sue read to the Board the description of his workshop.

ACTION

Deborah: I make a motion to engage Lorenzo Cuesta for his workshop as soon as possible. Brian seconded the motion.

Yes: Unanimous Brian, Patty, Deborah, Bill, Sue

Opposed: none

The motion succeeded

Sue will plan the event, coordinating with the other directors on dates and securing a place for the workshop.

Deborah: What goes into an orientation packet? Can Mr. Cuesta provide something like that? Sue will check.

Brian wants to meet up with old board members and chit chat, getting their take on being a Board member. Bill said we should hook Brian up with the past board members.

5. Request Walter to create a Board Resource page. Policies, Manuals for Board Members. Strategic plan needs to go up We can ask Walter and think about an ad hoc committee

A brief positive conversation ensued. Victoria asked if an ad hoc committee would help with deciding the composition of a resource page. Deborah added that the page would be for Board resources. Victoria had Community resources in mind. Sue commented that the TVCSD website has a community section.

6. Discuss, Vote on Publishing RFPs and Timeline

We will address these in two weeks when everyone is sure they have the correct version

7. Budget

- A. Review and Adopt Proposed Preliminary Budget for FY '14-'15
- B. Review and Adopt Resolution 14-01 keeping rates the same
- C. Review and Adopt Resolution 14-02 keeping ad-valorum tax rate the same and authorizing County to collect the rates and tax on the County tax bill.

Brian had questions why SUSD service charge went down this year?

Karl explained that SUSD pays 34% of our expenses, they are our partner. This is the first time we have charged SUSD depreciation. Sue asked how the SUSD is informed of the added depreciation cost. Karl said it will go out in September. Further Karl informed us that the percentage was 50% at the beginning of our relationship with SUSD, but they were getting water from TVCSD for irrigation, however, the contract was renegotiated for 34% when they stopped using the water for irrigation and has remained at that percentage.

Brian asked about an item: Last year item under non operating revenue we had \$7,000 that we don't have this year.

Karl answered that there were expenses above and beyond normal expenses requiring the transfer of money from operating reserves to pay those expenses. It's not really revenue, just a transfer from Capital Fund to General Fund.

Deborah: Given the workshop, legal vetting of RFPs, and the Efficiency Audit, she would like to increase the three line items.

Line item for	
Board Training	\$2,000
Legal Expenses	\$5,000
Efficiency Audit	\$10,000 From reserves

Deborah wanted it noted for the record that she will approve the budget on condition of revisiting the line items for Administrator and Operator. She wanted to make it clear to everyone at the meeting, on the Board, that these items must be addressed.

Patty: I would also like to say for the record that we have changed the budget every year.

ACTION

Brian: I move to approve the budget as amended for 2014-2015

Bill: seconded the motion

Vote:

Yes: Unanimous Bill Bonini, Sue Sims, Deborah Parrish, Patty Oku, Brian Lamoreaux

The motion succeeded

ACTION

Patty: I make a motion to Adopt Resolution 14-01 keeping rates the same & Review and Adopt Resolution 14-02 keeping ad-valorum

Deborah seconded

Vote

Yes: Unanimous
Bill Bonini, Sue Sims, Deborah Parrish, Patty Oku, Brian
Lamoreaux

The motion succeeded